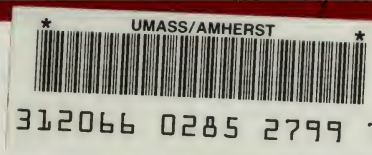
MASS. 551.2:W56/2000



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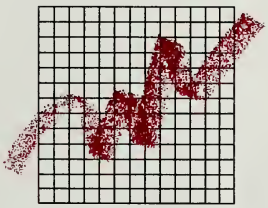
When You Need Information About Corporations in Massachusetts



Published by
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Secretary of the Commonwealth
Corporations Division

When You Need Information About Corporations in Massachusetts

Corporations are a very important part of commercial life in Massachusetts. People have many questions about forming corporations as well as about those that are already established. The Secretary of the Commonwealth's Corporations Division can help citizens find information about corporations in Massachusetts. For example:

- Who are the officers or directors of this corporation?
- What is the legal corporate name and address?
- Where can I get a copy of the Annual Report?
- Is a particular name available for a proposed corporation?
- Where can I obtain copies of the Articles of Organization?

The division maintains records of required corporate filings. These records provide factual information regarding the nature of businesses, their locations, officers and directors.

The Corporations Division *does not* and *cannot* provide information about taxes, or render opinions about the quality or reputation of any corporation.

What sort of information is available?

Listed below are some of the documents that must be filed with the Corporations Division and which are available for public inspection and duplication:

Articles of Organization for domestic profit, non-profit, and professional corporations – These articles are filed by every corporation and must include information on the corporation's original purpose(s), number of shares and par value (if any) of stock, principal place of business, the date of the fiscal year end, and the names and addresses of its officers and directors.

Amendments to Articles of Organization – Certain changes made by a corporation to its original Articles of Organization must be filed as an amendment to the articles.

Annual Report – This report is filed annually by each corporation and includes information about the location of the principal office, the total authorized and

issued amount of capital stock, and the names and addresses of officers and directors.

Trust Declaration – A Massachusetts business trust must file its declaration of trust, which is similar to the Articles of Organization filed by corporations (see above). It includes the location of the principal office of the trust, and the names and addresses of the trustees.

Trust Amendments – Certain changes made by a Massachusetts business trust to its original Trust Declaration must be filed as Trust Amendments.

Annual Trust Report – This report is filed annually by each Massachusetts business trust and contains information similar to that filed by corporations in the Annual Report (see above). It includes the total amount of transferable shares and the names and addresses of the trustees.

Where is this information available?

The Corporations Division has a Public Search Room located at One Ashburton Place, Room 1713, Boston. The search room is open from 8:45am - 5:00pm, Monday through Friday, excluding legal holidays.

You may make copies for 20¢ a page on microfilm and microfiche machines available for public use. If the documents have not been filmed, copies of the documents must be ordered. The Corporations Division will fill the orders expeditiously in the order received.

Copies may also be obtained by mail when the request is accompanied by the proper fee. Please make all checks payable to the Commonwealth of Massachusetts.

Certified copies

Certified copies are required for various legal purposes. For example, copies used in connection with the sale of a business or in connection with court proceedings often require certification.

You may obtain a certified copy of the following documents upon request and payment of the *prescribed statutory fee.*

Articles of Organization $12.00
All other documents on file:
- for the first page $7.00
- and for each additional page $2.00

Other services and fees

In cases where formal proof of corporate status is necessary, a Certificate of Legal Existence, Non-Existence, or Dissolution, all bearing the Massachusetts

state seal, can be obtained for a fee of $7.00. More detailed certificates containing specific items of information may be obtained for a fee of $12.00, $20.00, or $25.00, depending on the type of certificates.

Certificates of Good Standing

The Corporations Division will issue a Certificate of Good Standing to business corporations upon request and payment of a $12.00 fee. The certificate states that the corporation has filed all annual reports, paid all fees due with respect to such reports, and is not in the process of dissolution. Certificates of Good Standing are also issued by the Department of Revenue. These certificates indicate that all taxes due and payable to the Commonwealth have been paid or provided for. For additional information concerning the latter certificate, please contact:

Massachusetts Department of Revenue
Certificate Unit
P.O. Box 7066
Boston, MA 02204
Phone: (617) 887-6550
Web: www.state.ma.us/dor/

Helpful publications

The following publications are available:

"Organize a Business Corporation"
A step-by-step outline ..... free + 33¢ shipping

"Organize a Non-profit Corporation"
A step-by-step outline ..... free + 33¢ shipping

"Choosing a Name for Your Business"
Describes types of business names and outlines methods of protection ..... free + 33¢ shipping

950 CMR 101.00 - 112.00
Rules and Regulations of the Corporations Division ..... $6.15 + $2.60 shipping

These publications may be obtained from:

Secretary of the Commonwealth
The State Bookstore
State House, Room 116
Boston, MA 02133
Phone: (617) 727-2834

Corporations Division Directory

INPUT SECTION (Organization)
One Ashburton Place, Room 1717
(617) 727-9640

OUTPUT SECTION (Records, Certification)
One Ashburton Place, Room 1715
(617) 727-2850

UNIFORM COMMERCIAL CODE
One Ashburton Place, Room 1711
(617) 727-2860

DISSOLUTION
One Ashburton Place, Room 1717
(617) 727-9640

NON-PROFIT
One Ashburton Place, Room 1717
(617) 727-9640

SERVICE OF PROCESS
One Ashburton Place, Room 1710
(617) 727-2853

BUSINESS TRUST
One Ashburton Place, Room 1711
(617) 727-2587

TRADEMARKS
One Ashburton Place, Room 1711
(617) 727-8329

LIMITED PARTNERSHIP
LIMITED LIABILITY COMPANY
LIMITED LIABILITY PARTNERSHIP
One Ashburton Place, Room 1711
(617) 727-2859

Corporate Information: (617) 727-9640
Forms Request Line: (617) 727-9440
Forms Website: www.state.ma.us/sec/cor

For further information contact:

Corporations Division
One Ashburton Place, 17th floor
Boston, Massachusetts 02108
Telephone: (617) 727-9640
Website: www.state.ma.us/sec/cor

or

Citizen Information Service
One Ashburton Place, Room 1611
Boston, Massachusetts 02108
Telephone: (617) 727-7030
Toll-free: 1-800-392-6090 *(MA only, TTY also)*
TTY: (617) 878-3889
Fax: (617) 742-4528
E-mail: cis@sec.state.ma.us
Website: www.state.ma.us/sec/cis

updated 8/4/00

William Francis Galvin
Secretary of the Commonwealth